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FLORIDA PROFIT CORPORATION OR P.A.

Greenwood & Associates Executive Search and Consulti

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**ARTICLES OF INCORPORATION  
OF  
GREENWOOD & ASSOCIATES EXECUTIVE SEARCH  
AND CONSULTING, INC.**

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**ARTICLE I**

**NAME**

The name of this Corporation is Greenwood & Associates Executive Search and Consulting, Inc.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

This Corporation is organized for the purpose of conducting all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Prepared by: Kevin M. Helmich, Esq.  
P.O. Box 5199  
Destin, Florida 32541  
(250) 650-4747

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4481 Legendary Drive, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esquire.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Jane: Kae Daly Greenwood  
1503D North Colonial Terrace  
Arlington, Virginia 22209

Betty Turner Asher  
740 Indigo Loop  
Destin, Florida 32550

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 12273 West Highway 98, Miramar Beach, Florida 32550.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Kevin M. Helmich, Esquire  
4481 Legendary Drive  
Destin, Florida 32541

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Prepared by: Kevin M. Helmich, Esq.  
P.O. Box 1499  
Destin, Florida 32541  
(850) 650-4747

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ARTICLE X  
INDEMNIFICATION

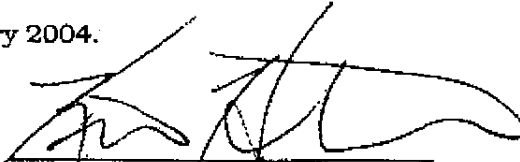
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

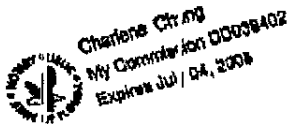
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 4<sup>th</sup> day of February 2004.

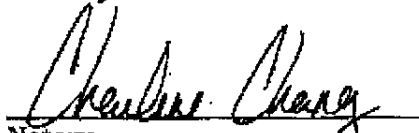
  
Kevin M. Helmich, Esquire

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 4 day of February 2004.



  
Notary

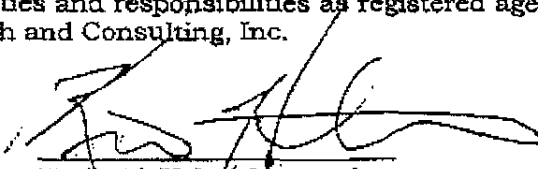
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ACCEPTANCE

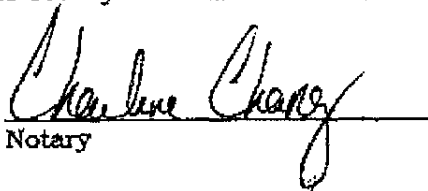
I hereby am familiar with and accept the duties and responsibilities as registered agent for Greenwood & Associates Executive Search and Consulting, Inc.


  
Kevin M. Helmich, Esquire  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich, Esquire who produced a Florida drivers license and who did take an oath, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 4th day of February 2004.

  
Notary



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